



**U.S. Department of Justice**

Antitrust Division

[DATE]

BY FACSIMILE

[CONTACT NAME]  
[ADDRESS]

Re: [CASE REFERENCE]

Dear [CONTACT]:

As we have discussed, the U.S. Department of Justice would like to discuss information with officials of [FOREIGN AGENCY NAME] to facilitate our review of the proposed transaction. Therefore, we request that [NAME OF MERGING PARTY] waive the confidentiality restrictions that prohibit the U.S. Department of Justice's Antitrust Division from sharing confidential information obtained from [NAME OF MERGING PARTY] in the course of our investigation.

The following language is modeled on waivers used in prior investigations:

On behalf of [NAME OF MERGING PARTY ("COMPANY")], including its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents and representatives of the foregoing, Company hereby agrees to waive the confidentiality restrictions that govern the U.S. Department of Justice's investigation of the proposed transaction [DEFINE] under the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and other applicable laws and regulations (collectively, "the Confidentiality Rules") to the extent set forth in this letter. Specifically, Company agrees that the U.S. Department of Justice may disclose to individuals investigating the proposed transaction on behalf of the [FOREIGN AGENCY NAME] written and oral information provided by Company, including Company's documents, data, graphics, statements, testimony, and oral communications, and the Department's own internal analyses that contain or refer to Company's materials (collectively, the "information"), that otherwise would be foreclosed by the Confidentiality Rules. This agreement is conditioned on the understanding that 1) the U.S. Department of Justice will obtain the written agreement of the [FOREIGN AGENCY NAME] to protect the confidentiality of the information to the extent possible under confidentiality provisions governing that agency, and 2) the U.S. Department of Justice will continue to protect the confidentiality of the information in accordance with its normal practices and the Confidentiality Rules.

When you have reviewed the proposed waiver language, please contact me at [TEL NO.].

[DOJ ATTORNEY SIGNATURE]